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2011 Annual Progress Report and Master Schedule Update

**Remedial Investigation/Feasibility Study
North Shore Gas Company
Former Manufactured Gas Plant Sites**

CERCLA V-W-07-C-877

**Revision 0
Project No: 1982
July 22, 2011**

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FIGURES

Figure 1 Master Schedule

ACRONYMS

ARAR	Applicable or Relevant and Appropriate Requirements
BMc	Burns and McDonnell
CSM	Generalized Conceptual Site Model
FS	Feasibility Study
FSP	Field Sampling Plan
HASP	Health and Safety Plan
IEPA	Illinois Environmental Protection Agency
IBS	Integrus Business Support, LLC
MGP	Manufactured Gas Plant
NRT	Natural Resource Technology, Inc
NSG	North Shore Gas Company
QAPP	Quality Assurance Project Plan
RAF	Risk Assessment Framework
RI	Remedial Investigation
RNA	Remedial Natural Attenuation
RPM	Remedial Project Manager
Settlement Agreement	Settlement Agreement and Administrative Order on Consent
SOW	Statement of Work
SSWP	Site Specific Work Plans
USEPA	U S Environmental Protection Agency

1 INTRODUCTION

1.1 Scope

This Annual Progress Report has been prepared in accordance with Task 8, Subtask 8.2 of the Statement of Work (SOW) attached to the Settlement Agreement and Administrative Order on Consent (Settlement Agreement) between the U.S. Environmental Protection Agency (USEPA) and North Shore Gas Company (NSG), a subsidiary of Integrys Energy Group, effective July 23, 2007. Also included herein is a Master Schedule Update that includes the general schedule for Remedial Investigation/Feasibility Study activities at each Site. The Annual Progress Report and Master Schedule Update addresses NSG's two former manufactured gas plant (MGP) Sites located in Waukegan, Illinois (North Plant MGP and South Plant MGP). Integrys Business Support, LLC (IBS) manages the former MGP sites for NSG.

1.2 Overview

This report addresses the following

Section 2: Multi-Site Document Progress

Section 3: Site Progress

Section 4: Proposed Master Schedule

Section 5: References

2 MULTI-SITE DOCUMENTS

Under the Settlement Agreement and SOW, Multi-Site documents are used to set forth general approaches and concepts to streamline subsequent site-specific work plans and minimize review times. The Multi-Site Remedial Investigation (RI) documents are used to maintain a consistent approach to investigate and assess potential risk at each site. The Multi-Site Feasibility Study (FS) Support Documents are used to develop general response actions and technologies appropriate for MGP sites.

This section summarizes the status of the Multi-Site Documents.

2.1 Multi-Site RI Documents

USEPA has approved all Multi-Site RI Documents submitted between May 7, 2007 and September 8, 2008. The Multi-Site RI Documents set forth a consistent approach for Integrys Energy Group's Illinois and Wisconsin-based subsidiary companies under the USEPA's lead. Section 1.2.1 of the SOW discusses the Multi-Site RI Documents which include:

- Multi-Site Quality Assurance Project Plan – Revision 2, September 4, 2007 (QAPP, 2007(c)),
- Multi-Site Health and Safety Plan – Revision 2, August 2, 2007 (HASP, 2007(a)),
- Generalized Conceptual Site Model – Revision 0, August 5, 2007 (CSM, 2007(b));
- Multi-Site Risk Assessment Framework – Revision 0, September 5, 2007 (RAF, 2007(d)), and
- Multi-Site Field Sampling Plan – Revision 4, September 8, 2008 (FSP, 2008(a))

As discussed at the December 2010 technical meeting (discussed in Section 2.4), a RAF Addendum was submitted to the USEPA on April 20, 2011 (Exponent, 2011(a)) to incorporate the Regional Screening Levels (RSLs) into the hierarchy for human health screening levels and to further develop the approach to assessing potential vapor intrusion issues.

Site-Specific Work Plans (SSWPs) are based on the Multi-Site documents and include modifications, as necessary, to reflect site-specific conditions. For instance, the site-specific CSM discusses the pathways presented in the Generalized CSM and the rationale regarding why or why not a specific pathway is carried through into the baseline risk assessment.

2.2 Multi-Site FS Support Document

USEPA approved (USEPA, 2010(g)) the March 26, 2010 Multi-Site FS Support Document dated (FS Support Document, 2010(f)) The Multi-Site FS Support Document includes general response actions and preliminary remedial technologies for Integrys Energy Group's Illinois and Wisconsin-based subsidiary companies under the USEPA's lead

SOW Section 1 2 2 discusses the Multi-Site FS Support Document which includes

- Preliminary Remedial Technology Screening,
- Preliminary List of Possible Applicable or Relevant and Appropriate Requirements (ARARs); and
- Preliminary Permitting/Equivalency Requirements

Site-Specific FS evaluations and the Detailed Analysis of Alternatives (FS Report) for each site are based on the Multi-Site FS Support Document

2.3 Multi-Site Document Status

The following table summarizes the status of the Multi-Site Documents

Document	Submittal Date	Written USEPA Comments Received
2010 Annual Progress Report	July 23, 2010	--
Risk Assessment Framework Addendum	April 20, 2011	---

2.4 Multi-Site Meetings

During this reporting period, two multi-site technical meetings were conducted to discuss specific technical issues. These meetings provide the basis for technical evaluations at each site in the program

The first technical meeting was held October 26, 2010 with USEPA, WDNR, IBS, USEPA's Contractor (CH2MHill), Exponent (IBS's risk assessors) and NRT to discuss the risk assessment approach appropriate for sediment

The second technical meeting was held December 17, 2010 with USEPA, IBS, USEPA's Contractor, Exponent, and NRT to discuss the approach to evaluate the vapor intrusion pathway

3 SITE PROGRESS

Project start dates and site prioritization for RI/FS activities were established for both sites in Exhibit A, Section A, of the SOW. The South Plant MGP Site was initiated July 23, 2007, coinciding with the effective date of the Settlement Agreement. The North Plant MGP Site was to be initiated seven months following the effective date (February 23, 2008) but was re-established to September 26, 2008.

Groundwater monitoring has been performed at the South Plant MGP Site during this reporting period. Remedial actions have not been performed at either site during this reporting period.

The Annual Progress Report is intended to provide a concise summary of the work completed at each MGP site. As part of the progress report, the anticipated progress (as presented in the SOW and the July 23, 2010 Master Schedule Update (NRT, 2010(k))) is compared to the actual progress. Site progress is discussed herein.

3.1 South Plant MGP Site

The Project Start Date for the South Plant MGP Site coincided with the effective date of the Settlement Agreement (July 23, 2007). Per the SOW, scoping meetings and conference calls may be used to discuss the content of South Plant MGP Site site-specific documents. During this reporting period, USEPA retained with CH2M Hill to provide contractor oversight and a new USEPA Remedial Project Manager (RPM) was assigned to the site. As a result, two site walks were conducted. Project meetings and site walks are summarized in the following table:

Topic	Conference Call Date
Site Walk with USEPA, IBS and Contractors (CH2M Hill and NRT)	October 25, 2010 June 30, 2011
Site Overview Meeting for new USEPA RPM	May 17, 2011

3.1.1 Planning Documents and Work Plan Submittals

Planning documents and work plan submittals are summarized in the following table

Task/Submittal	Targeted Completion Date	Actual Completion Date	USEPA Comments Received
Submit Supplemental RI Activities – Vapor Intrusion Assessment Technical Memorandum	July 28, 2010	July 23, 2010	Informal Comments May 18, 2011
Respond to USEPA comments received May 21, 2010 on the Supplemental RI Activities Technical Memorandum – Sediment Borings and Surface Water Sampling, submitted March 25, 2010		July 26, 2010	October 25, 2010 Revised Tech Memo submitted November 11, 2010
Submit RI report – Revision 0 to USEPA	February 14, 2011 ¹		
Submit Alternatives Array Technical Memorandum to USEPA	April 15, 2011 ¹		
Submit FS report – Revision 0 to USEPA	August 29, 2011 ¹		

¹ Tasks after the RI Report – Revision 0 target date, established in the 2010 Annual Progress Report and Master Schedule Update, assumed USEPA approval of the Technical Memorandum of supplemental RI work (submitted March 25, 2010 (NRT 2010(e)) and July 27, 2010 (NRT, 2010 (l))) in mid-August 2010 for implementation in September 2010

3.1.2 Remedial Investigation Field Activities

RI field activities performed at the South Plant MGP Site during this progress report period, as described in the SSWP (BMc, September 2008(b)) are summarized in the following table

Task	Completion Date
Fourth Quarter RI Groundwater Monitoring Event	Week of September 13, 2010
Post- RI Groundwater Monitoring Event Fifth Quarter	Week of December 13, 2010
Post- RI Groundwater Monitoring Event Sixth Quarter	Week of March 28, 2011
Post- RI Groundwater Monitoring Event Seventh Quarter	Week of June 28, 2011

3.1.3 Monthly Progress Reports

Monthly Progress Reports have been submitted by the 15th of each month (or the following business day) in accordance with Section 8.1 of the SOW

Monthly Progress Report	Submittal Date
July 2010	August 13, 2010
August 2010	September 15, 2010
September 2010	October 11, 2010
October 2010	November 11, 2010
November 2010	December 12, 2010
December 2010	January 14, 2011
January 2011	February 11, 2011
February 2011	March 14, 2011
March 2011	April 15, 2011
April 2011	May 16, 2011
May 2011	June 15, 2011
June 2011	July 13, 2011

3.2 North Plant MGP Site

The Project Start Date for the North Plant MGP Site was established in Exhibit A, Section A, of the SOW, to be seven months after the effective date of the Settlement Agreement (July 23, 2007), which was February 23, 2008 but was re-established to September 26, 2008. Per the SOW, scoping meetings and conference calls may be used to discuss the content of North Plant MGP Site site-specific documents. As discussed in Section 3.1 for South Plant, during this reporting period USEPA retained CH2M Hill to provide contractor oversight and a new USEPA RPM was assigned to the site. As a result, two site walks were conducted. Project meetings and site walks are summarized in the following table.

Topic	Conference Call Date
Site Walk with USEPA, IBS and Contractors (CH2M Hill and NRT)	October 25, 2010 June 30, 2011
Site Overview Meeting for new USEPA RPM and Response to USEPA's November 8, 2010 SSWP- Revision 0 Comments, submitted December 22, 2010	May 17, 2011

3.2.1 Planning Documents and Work Plan Submittals

Planning documents and work plan submittals are summarized in the following table

Task/Submittal	Targeted Completion Date	Actual Completion Date	USEPA Comments Received
Submit Response to USEPA's Additional SSWP Revision 0 Comments, received November 8, 2010	September 1, 2010 ¹	December 22, 2010	May 17, 2011
Submit SSWP – Revision 1 to USEPA	November 30, 2010 ²	June 30, 2011 ³	--

- 1 Submittal of a response to USEPA's additional SSWP – Revision 0 target date, established in the 2010 Annual Progress Report and Master Schedule Update, assumed USEPA provided additional comments (per a June 18, 2010 email) by August 3, 2010
- 2 Submittal of SSWP – Revision 1 target date, established in the 2010 Annual Progress Report and Master Schedule Update, assumed USEPA's concurrence with response to comments on SSWP Revision 0 were received by October 1, 2010
- 3 Submittal of SSWP – Revision 1 was within 45 days of receiving USEPA's concurrence with the response to USEPA's comments submitted December 22, 2010 USEPA's concurrence was received May 17, 2011

3.2.2 Remedial Investigation Field Activities

RI field activities were not performed at the North Plant MGP Site during this progress report period

3.2.3 Monthly Progress Reports

Monthly Progress Reports have been submitted by the 15th of each month (or the following business day) in accordance with Section 8.1 of the SOW

Monthly Progress Report	Submittal Date
July 2010	August 13, 2010
August 2010	September 15, 2010
September 2010	October 11, 2010
October 2010	November 11, 2010
November 2010	December 12, 2010
December 2010	January 14, 2011
January 2011	February 11, 2011
February 2011	March 14, 2011
March 2011	April 15, 2011
April 2011	May 16, 2011
May 2011	June 15, 2011
June 2011	July 13, 2011

4 PROPOSED MASTER SCHEDULE

Exhibit A of the SOW includes a schedule for major deliverables RI field work, as described in the approved SSWP – Revision 1, September 12, 2008, (BMc 2008(b)), has been completed at the South Plant MGP Site Supplemental RI field activities have been proposed in technical memoranda summarized in Section 3.1.1 SSWP – Revision 1 was submitted June 30, 2011 for the North Plant MGP Site USEPA comments/approval are forthcoming

Future submittals and activities are dependent on USEPA comments and approvals. The site-specific schedules for both sites, presented in the SSWPs, are updated herein to provide proposed site-specific schedules for field activities and major deliverables The technical memorandum submittals and SSWPs are subject to USEPA's review/approval

4.1 Overview Progress Meetings

Monthly Progress Reports are submitted for each site

Overview progress meetings are proposed to be conducted on an as-needed basis at the request of either USEPA or IBS Specific progress meeting dates are not proposed at this time

4.2 Multi-Site RI Documents

The Multi-Site Documents, as described in the SOW, have been completed and approved as summarized in Section 2

4.3 Schedule for NSG Sites

Figure 1 summarizes the proposed target dates for RI/FS activities at each site Proposed target dates have been adjusted to reflect anticipated RI field activities, the schedule provided in the SSWP North Plant MGP Site – Revision 1, dated June 30, 2011 (NRT, 2011 (b)), USEPA approvals and reasonably anticipated approvals All site schedules are dependent on USEPA approval dates, contractor availability, and sampling seasons.

Figure 1 considers the deliverable timeframes specified in Exhibit A of the SOW (e.g., SSWPs submitted 90 days following the Completion Report submittal, finalize submittals within 45 days from receipt of

USEPA comments, etc) For planning purposes, it is assumed USEPA will provide comments within 60 days of submittals

The proposed schedules are subject to change Modifications to the schedule, if necessary, will be communicated to USEPA through monthly site-specific progress reports, weekly progress conference calls during RI activities, or other communications

4.3.1 South Plant MGP Site

The tasks provided in the Former South Plant Site SSWP – Revision 1, September 12, 2008 (BMc, 2008(b)), have been completed through submittal of the RI Report – Revision 0 As noted in Section 3.1.1, Supplemental RI field activities are proposed to evaluate the presence-absence of MGP-residuals in Lake Michigan (March 25, 2010 submittal (NRT, 2010 (e)), approved October 25, 2010 (USEPA, 2010 (m)) which did not allow for sediment field work to be initiated in 2010) and address potential vapor intrusion (July 23, 2010 (NRT, 2010 (k)) submittal with informal comments received May 18, 2011) These tasks and on-going post RI groundwater monitoring are presented in Figure 1 and summarized in the following table

Task/Deliverable	Target Date for Completion
Monthly Progress Reports	15 th of every month
Submit Supplemental RI Tech Memo (potential vapor intrusion assessment)	by July 29, 2011
Eighth quarterly groundwater monitoring	September 2011
Supplemental RI Field Activities (assumes approval of Supplemental RI Tech Memo - Potential Vapor Intrusion Assessment August 2011)	Lake Michigan sediment and surface water sampling – late July 2011 Potential vapor intrusion sampling initiated – mid Sept 2011
RI Report – Revision 0 to USEPA (assumes additional investigation is not required after the supplemental field work for sediment and vapor is performed)	February 27, 2012
Alternatives Array Tech Memo to USEPA	April 27, 2012
FS Report – Revision 0 to USEPA (assumes USEPA comments on Alternatives Array Tech Memo received July 2012)	September 10, 2012
On-going Post RI Groundwater Monitoring	To be determined following review of RI Data Preliminarily proposed semi-annual in February and August

4.3.2 North Plant MGP Site

The North Plant MGP SSWP – Revision 1, was submitted to USEPA on June 30, 2011 (NRT, 2011 (b))
The proposed RI/FS schedule, adjusted to reflect 2011 progress, is presented in Figure 1 Sampling parameters and frequencies are provided in the SSWP Major deliverable target dates are summarized in the following table

Task/Deliverable	Target Date for Completion
Monthly Progress Reports	15 th of every month
Initiate RI Field Work	January 2011 (contractor procurement)
RI Field Activities (assumes SSWP – Revision 1 approved in late August 2011)	Soil Boring Installation/Soil Vapor Sampling – October 2011 Groundwater Monitoring Well Installation/Development – November 2011 Sediment Sampling (former tar pit) – November 2011 Surface Water Sampling (former tar pit) – November 2011 Quarterly groundwater monitoring – November 2011 thru September 2012
RI Report – Revision 0 to USEPA (assumes additional investigation is not required, beyond what is proposed in the SSWP – Revision 1)	October 4, 2012
Alternatives Array Tech Memo to USEPA	December 3, 2012
FS Report – Revision 0 to USEPA (assumes USEPA comments on Alternatives Array Tech Memo received March 2013)	April 18, 2013
On-going Post RI Groundwater Monitoring	To be determined following review of RI Data

5 REFERENCES

- 2007 July 23, United States Environmental Protection Agency and North Shore Gas Company, *Settlement Agreement and Administrative Order on Consent for the conduct of Remedial Investigations and Feasibility Studies at the North Shore Gas Sites in Waukegan, Illinois* U S EPA Region 5, CERCLA Docket No V-W-07-C-877
- 2007(a) August 2 Revision 2, Multi-Site Health and Safety Plan, for Former Manufactured Gas Plant Sites, prepared for Integrus
- 2007(b) August 5 Revision 0, Generalized Conceptual Site Model, for Former Manufactured Gas Plant Sites, prepared for Integrus
- 2007(c) September 4 Revision 2, Multi-Site Quality Assurance Project Plan, for Former Manufactured Gas Plant Sites, prepared for Integrus
- 2007(d) September 5 Revision 2, Exponent, Multi-Site Risk Assessment Framework, for Former Manufactured Gas Plant Sites
- 2008(a) September 8 Revision 4, Multi-Site Field Sampling Plan, for Former Manufactured Gas Plant Sites
- 2008(b) September 12 Burns and McDonnell, Site-Specific Work Plan, Former South Plant Site, Waukegan, Illinois
- 2008(c) December 26 Burns and McDonnell, Site-Specific Work Plan, Former North Plant Site, Waukegan, Illinois
- 2009(a) July 16 Revision 0 Multi-Site Feasibility Study Support Documents, for Former Manufactured Gas Plant Sites, prepared for Integrus
- 2009(b) July 23 Burns and McDonnell, July 2009 Annual Progress Report, South Plant Site and North Plant Site, Waukegan, Lake County, Illinois, North Shore Gas Company, CERCLA Docket No V-W-07-C-877
- 2010(a) January 6, 2010 United States Environmental Protection Agency Comments North Plant SSWP – Revision 0, Waukegan Former North Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-07-C-877, CERCLIS ID – ILD984807990
- 2010(b) February 18, 2010 Natural Resource Technology, Inc Review of Monitoring Well Sampling Parameters and Strategy Technical Memorandum, Waukegan Former South Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No. V-W-07-C-877, CERCLIS ID – ILD984809228

- 2010(c) March 8 United States Environmental Protection Agency Comments on Review of Monitoring Well Sampling Parameters and Strategy Technical Memorandum, Waukegan Former South Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984809228.
- 2010(d) March 17 United States Environmental Protection Agency Comments on Revision 0 Multi-Site Feasibility Study Support Documents, for Former Manufactured Gas Plant Sites, prepared for Integrlys
- 2010(e) March 25, 2010 Natural Resource Technology, Inc Sediment Borings and Surface Water Sampling Technical Memorandum, Waukegan Former South Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984809228
- 2010(f) March 26 Revision 1. Multi-Site Feasibility Study Support Documents, for Former Manufactured Gas Plant Sites, prepared for Integrlys
- 2010(g) April 20 United States Environmental Protection Agency Approval of Revision 1 Multi-Site Feasibility Study Support Documents, for Former Manufactured Gas Plant Sites, prepared for Integrlys
- 2010(h) April 25, 2010 Natural Resource Technology, Inc. Response to USEPA Comments on Review of Monitoring Well Sampling Parameters and Strategy Technical Memorandum, Waukegan Former South Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984809228
- 2010(i) June 3, 2010 United States Environmental Protection Agency Comments on Response to Comments North Plant SSWP – Revision 0, Waukegan Former North Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984807990
- 2010(j) June 17, 2010 United States Environmental Protection Agency Comments on Response to USEPA Comments on Review of Monitoring Well Sampling Parameters and Strategy Technical Memorandum, Waukegan Former South Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984809228 Approved July 2, 2010
- 2010(k) July 23, 2010 Natural Resource Technology, Inc 2010 Annual Progress Report and Master Schedule Update – Revision 0, Remedial Investigation/Feasibility Study, North Shore Gas Company, Former Manufactured Gas Plant Sites, CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984807990.
- 2010(l) July 27, 2010. Natural Resource Technology, Inc Supplemental RI Activities – Vapor Intrusion North Shore Gas Company's Former South Plant MGP Site, USEPA ID ILD984809228, IL EPA ID 0971900058
- 2010(m) June 17, 2010 United States Environmental Protection Agency Approval Sediment Borings and Surface Water Sampling Technical Memorandum, Waukegan Former South Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984809228.

- 2010(n) November 9, 2010 United States Environmental Protection Agency Additional Comments North Plant SSWP – Revision 0, Waukegan Former North Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984807990
- 2010(o) December 22, 2010 Natural Resource Technology, Inc Response to USEPA Comments on Additional Comments North Plant SSWP – Revision 0, Waukegan Former North Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984807990
- 2010(p) May 17, 2011 United States Environmental Protection Agency Comments on Response to USEPA Comments on Additional Comments North Plant SSWP – Revision 0, Waukegan Former North Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984807990
- 2011(a) April 20, 2011 Exponent, Multi-Site Risk Assessment Framework Addendum Technical Memorandum for Former Manufactured Gas Plant Sites
- 2011(b) June 30, 2011 Natural Resource Technology, Inc SSWP – Revision 1, Waukegan Former North Plant MGP Site, Waukegan, Illinois, North Shore Gas Company CERCLA Docket No V-W-'07-C-877, CERCLIS ID – ILD984807990

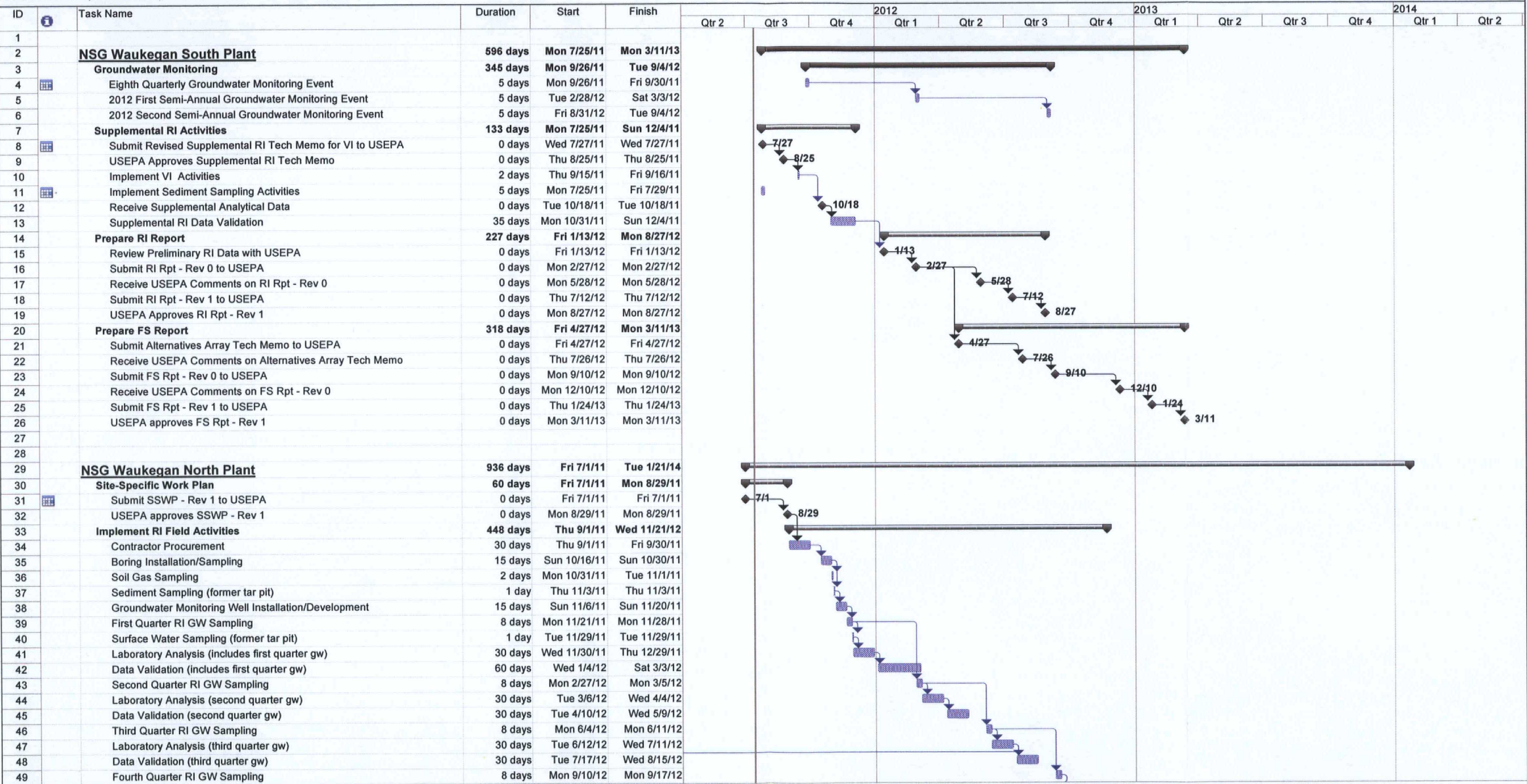




FIGURES

FIGURE 1 PROPOSED MASTER SCHEDULE

Integrlys Business Support, LLC Former Manufactured Gas Plant Sites
North Shore Gas (V-W-07-C-877)



Project: 1982 IBS SAS NSG MGP Mas
Date: Thu 7/14/11

Task

Split

Milestone

Summary

Project Summary

External Tasks

External Milestone

Inactive Task

Inactive Milestone

Inactive Summary

Manual Task

Duration-only

Manual Summary Rollup

Manual Summary

Start-only

Finish-only

Progress

Deadline

FIGURE 1 PROPOSED MASTER SCHEDULE

Integrlys Business Support, LLC Former Manufactured Gas Plant Sites
North Shore Gas (V-W-07-C-877)

